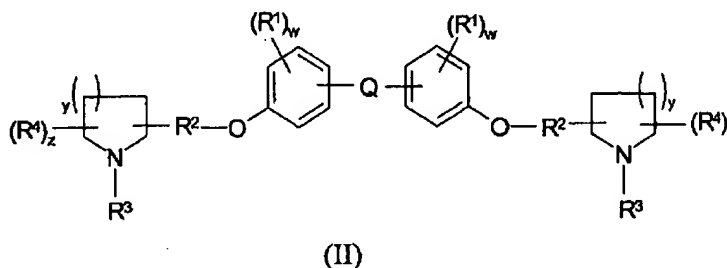


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# I. Amendments to the Claims

Claims 1-41 (canceled)

42. (currently amended) ~~The compound of claim 40 which is a~~ A compound of formula II:



wherein:

Q is  $-O-$ ,  $-S(O)_m-$ , or  $-CR^5R^6-$  wherein Q is attached to each phenyl ring in a para position relative to the oxygen atom attached to each phenyl ring;

each  $R^1$  is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or  $R^a$ ;

$R^2$  is a covalent bond;

each  $R^3$  is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, oxo, or heterocyclyl; and each  $R^4$  is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or  $R^b$ ; or  $R^3$  and  $R^4$  are joined to form a  $C_{1-4}$  alkylene group, wherein the alkylene group is optionally substituted with 1 to 4 substituents independently selected from  $R^b$ ;

each  $R^5$  and  $R^6$  is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; or  $R^5$  and  $R^6$  together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur or nitrogen;

wherein for  $R^1$ ,  $R^3$ ,  $R^4$ ,  $R^5$ , and  $R^6$ , each alkyl, alkenyl, and alkynyl is optionally substituted with  $R^x$ , or with 1, 2, 3, or 4 substituents independently selected from  $R^b$ ; for  $R^1$ - $R^6$ , each aryl and heteroaryl is optionally substituted with 1 to 4 substituents independently selected from  $R^c$ , and for

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R<sup>1</sup>-R<sup>6</sup>, each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup> and R<sup>c</sup>;

each R<sup>a</sup> is independently -OR<sup>d</sup>, -NO<sub>2</sub>, halo, -S(O)<sub>m</sub>R<sup>d</sup>, -SR<sup>d</sup>, -S(O)<sub>2</sub>OR<sup>d</sup>, -S(O)<sub>m</sub>NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>R<sup>c</sup>, -O(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>NR<sup>d</sup>R<sup>c</sup>, -C(O)R<sup>d</sup>, -CO<sub>2</sub>R<sup>d</sup>, -CO<sub>2</sub>(CR<sup>f</sup>R<sup>g</sup>)<sub>n</sub>CONR<sup>d</sup>R<sup>c</sup>, -OC(O)R<sup>d</sup>, -CN, -C(O)NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>C(O)R<sup>c</sup>, -OC(O)NR<sup>d</sup>R<sup>c</sup>, -NR<sup>d</sup>C(O)OR<sup>c</sup>, -NR<sup>d</sup>C(O)NR<sup>d</sup>R<sup>c</sup>, -CR<sup>d</sup>(=N-OR<sup>c</sup>), -CF<sub>3</sub>, or -OCF<sub>3</sub>;

each R<sup>b</sup> is independently R<sup>a</sup>, oxo or =N-OR<sup>c</sup>;

each R<sup>c</sup> is independently R<sup>a</sup>, alkyl, alkenyl, or alkynyl; wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>b</sup>;

each R<sup>d</sup> and R<sup>e</sup> is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>h</sup>; or R<sup>d</sup> and R<sup>e</sup> together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R<sup>f</sup> and R<sup>g</sup> is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R<sup>h</sup>; or R<sup>f</sup> and R<sup>g</sup> together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R<sup>h</sup> is independently halo, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, aryl, (aryl)-C<sub>1-6</sub> alkyl, heteroaryl, (heteroaryl)-C<sub>1-6</sub> alkyl, hydroxy, amino, -NHC<sub>1-6</sub> alkyl, -N(C<sub>1-6</sub> alkyl)<sub>2</sub>, -OC(O)C<sub>1-6</sub> alkyl, -C(O)C<sub>1-6</sub> alkyl, -C(O)OC<sub>1-6</sub> alkyl, -NHC(O)C<sub>1-6</sub> alkyl, -C(O)NHC<sub>1-6</sub> alkyl, carboxy, nitro, -CN, or -CF<sub>3</sub>;

each R<sup>x</sup> is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of R<sup>c</sup>, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R<sup>b</sup>;

m is 0, 1, or 2;

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n is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;

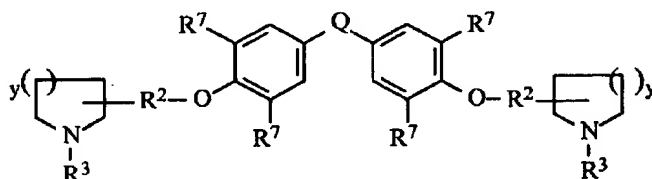
each w is independently 0, 1, 2, 3, or 4;

each y is independently 0, 1, 2, or 3; and

each z is independently 0, 1, 2, 3, or 4;

or a pharmaceutically-acceptable salt thereof.

43. (currently amended) The compound of claim [[40]] 42 which is a compound of formula (III):



(III)

wherein

Q is  $\text{O}$ ,  $\text{S(O)}_m$ , or  $\text{CR}^5\text{R}^6$ ;

each  $\text{R}^7$  is independently hydrogen,  $\text{C}_{1-10}$  alkyl,  $\text{C}_{2-10}$  alkenyl,  $\text{C}_{2-10}$  alkynyl, cycloalkyl, or  $\text{R}^a$ ;

each  $\text{R}^3$  is independently hydrogen,  $\text{C}_{1-10}$  alkyl, or oxo;

each  $\text{R}^5$  and  $\text{R}^6$  is independently hydrogen or  $\text{C}_{1-10}$  alkyl; or  $\text{R}^5$  and  $\text{R}^6$  together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur and nitrogen;

wherein for  $\text{R}^3$ ,  $\text{R}^5$ ,  $\text{R}^6$ , and  $\text{R}^7$ , each alkyl, alkenyl, and alkynyl is optionally substituted with  $\text{R}^x$ , or with 1 to 4 substituents independently selected from  $\text{R}^b$ ; and each cycloalkyl is optionally substituted with 1 to 4 substituents independently selected from  $\text{R}^b$  and  $\text{R}^c$ ; and

each y is independently 1, 2, or 3;

or a pharmaceutically-acceptable salt thereof.

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Claims 44-45 (canceled)

46. (currently amended) The compound of claim [[40]] 42 wherein each  $R^1$  is independently  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{2-10}$  alkynyl, cycloalkyl, or  $R^a$ .

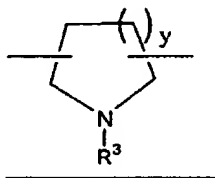
47. (currently amended) The compound of claim [[40]] 42 wherein each  $R^1$  is independently  $C_{1-10}$  alkyl or halo.

48. (currently amended) The compound of claim [[40]] 42 wherein each  $R^1$  is independently methyl, ethyl, propyl, chloro, bromo, fluoro, or isopropyl.

49. (currently amended) The compound of claim [[40]] 42 wherein each  $R^1$  is independently methyl, or chloro.

Claims 50-63 (canceled)

64. (withdrawn - currently amended) The compound of claim [[41]] 42 wherein [[Y]]

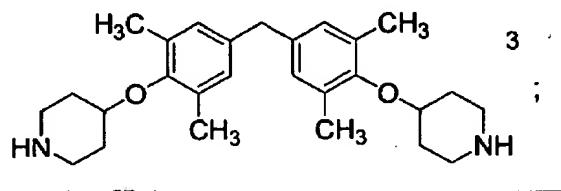
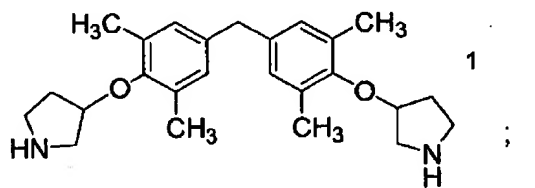


is independently ~~amino, diethylamino, dimethylamino,~~ 1-methyl-4-piperidinyl, 1-methyl-3-piperidinyl, 1-methyl-2-piperidinyl, 4-piperidinyl, 3-piperidinyl, 2-piperidinyl, 1-isopropyl-3-pyrrolidinyl, ~~morpholine,~~ (2R,4R)-2-methoxycarbonyl-4-pyrrolidinyl, 1-methyl-3-pyrrolidinyl, 1-methyl-2-pyrrolidinyl, 3-pyrrolidinyl, 2-pyrrolidinyl, ~~1-pyrrolidinyl,~~ (2S,4R)-2-methyl-4-pyrrolidinyl, (2R,4R)-2-carboxy-4-pyrrolidinyl, (2S,4S)-2-(N,N-dimethylamino)carbonyl-4-pyrrolidinyl, (2R,4R)-2-hydroxymethyl-4-pyrrolidinyl, or (2R,4R)-2-methoxymethyl-4-pyrrolidinyl.

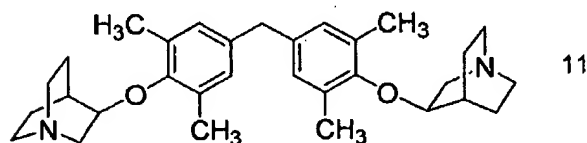
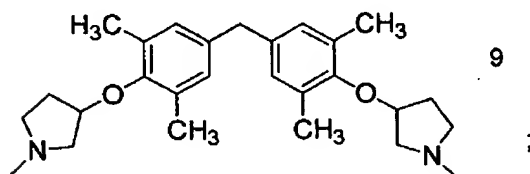
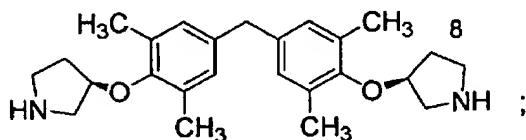
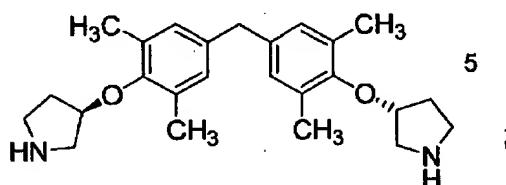
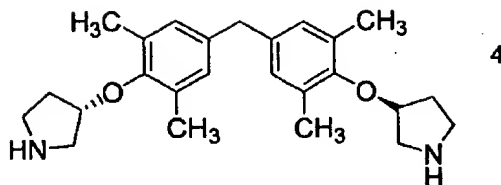
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65. (currently amended) The compound of claim ~~[[40]]~~ 42 wherein each  $w$  is 0.
66. (withdrawn – currently amended) The compound of claim ~~[[40]]~~ 42 wherein each  $w$  is 1.
67. (currently amended) The compound of claim ~~[[40]]~~ 42 wherein each  $w$  is 2.
68. (previously presented) The compound of claim 42 or 43 wherein each  $y$  is independently 1 or 2.
69. (previously presented) The compound of claim 42 wherein each  $z$  is independently 0, 1, or 2.
70. (canceled)
71. (currently amended) The compound of claim ~~[[40]]~~ 42, which is any one of compounds ~~1-11~~ shown in Table 1 1, 3-5, 8, 9, 11, 18-20, 22, 23, 32, 34, 39, 40-42, 44-50, 54, 58, 59, 118, and 123-126:

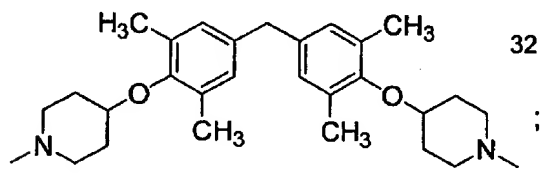
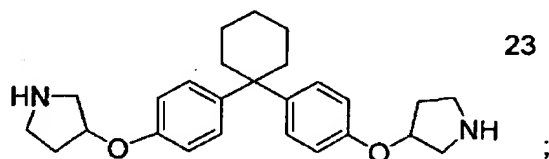
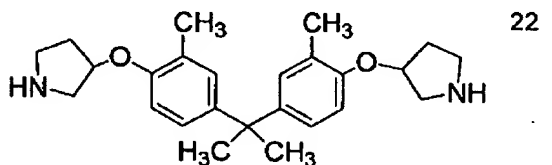
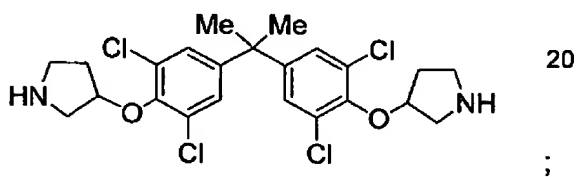
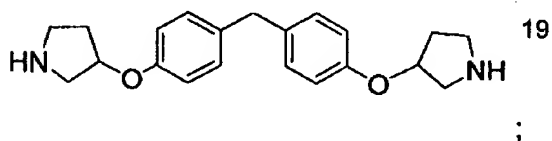
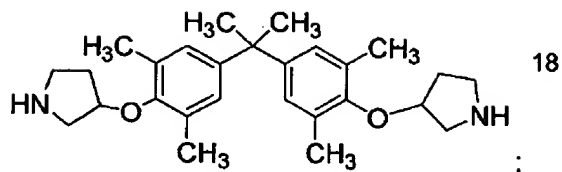


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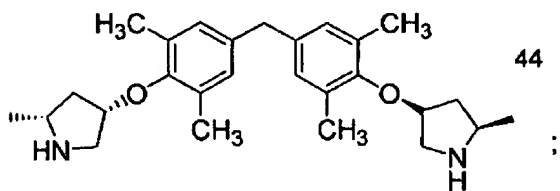
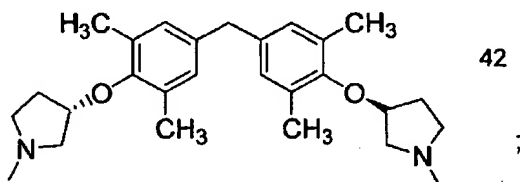
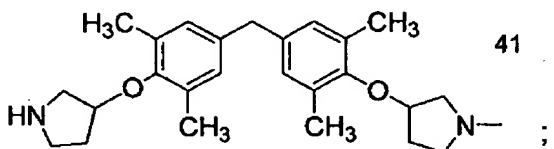
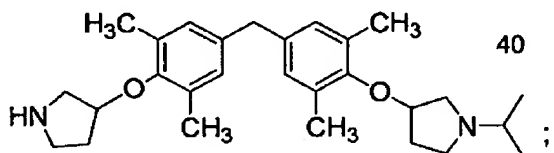
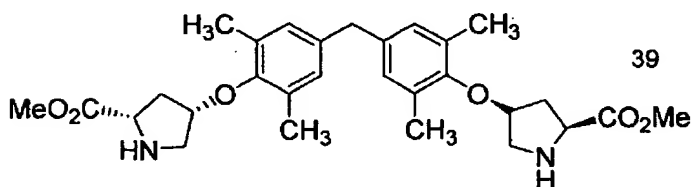
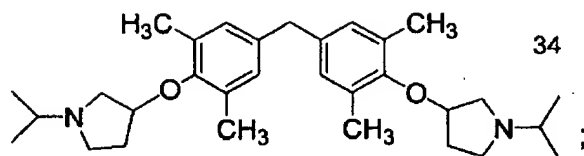


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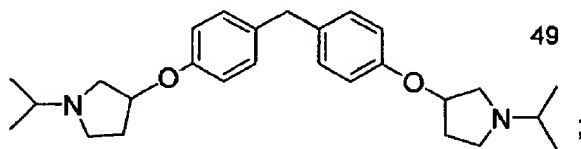
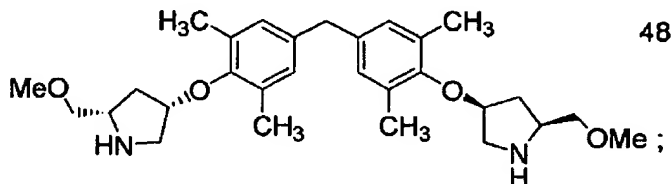
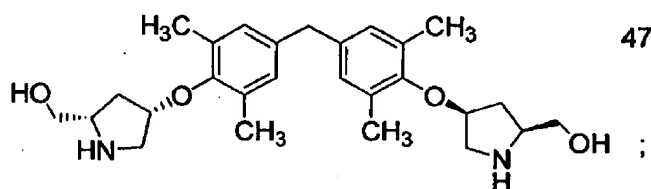
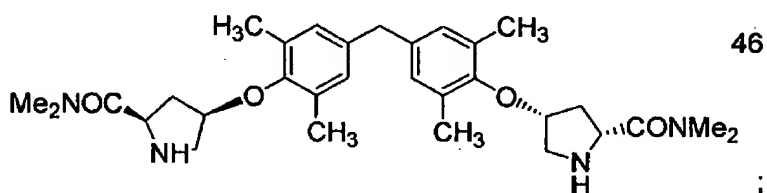
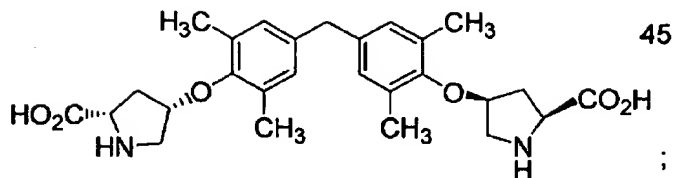


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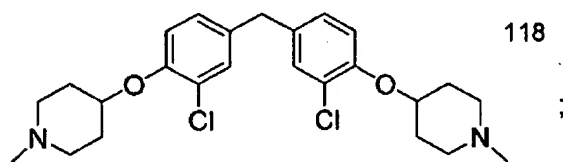
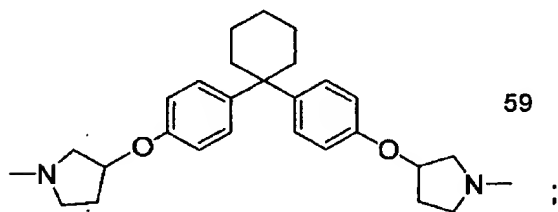
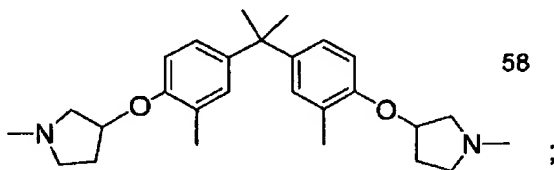
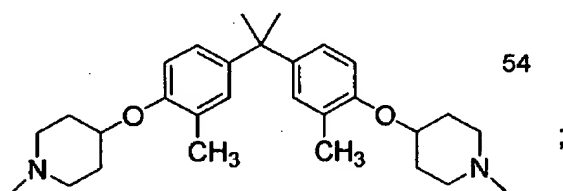
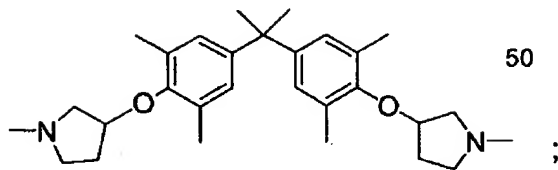


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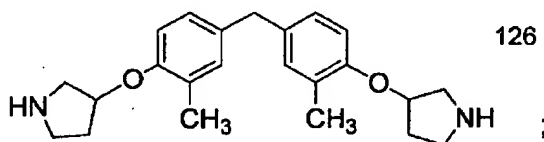
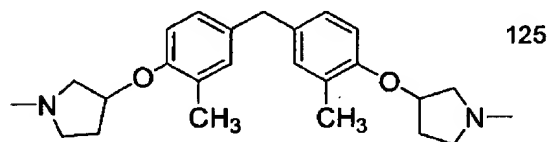
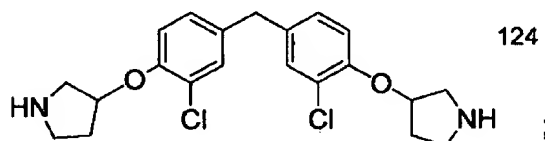
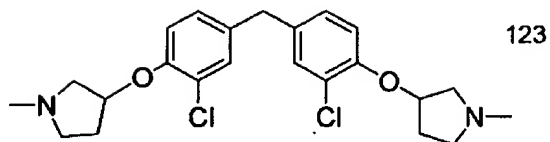


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and

or a pharmaceutically acceptable salt thereof.

72. (currently amended) A pharmaceutical composition comprising a compound as described in any one of claims claim 40 or 41; 42, 43, 46-49, 64-69 and 71 and a pharmaceutically acceptable carrier.

73. (currently amended) A method of treating a disease or condition associated with sodium channel activity in a mammal, comprising administering to the mammal, a therapeutically effective amount of a pharmaceutical composition comprising a compound as described in claim

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42 and a pharmaceutically acceptable carrier of claim 72.

74. (previously presented) The method of claim 73 wherein the disease or condition is neuropathic pain.

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